



Health Services
LOS ANGELES COUNTY

Los Angeles County
Board of Supervisors

March 5, 2009

Gloria Molina
First District


Mark Ridley-Thomas
Second District

Zev Yaroslavsky
Third District

Don Knabe
Fourth District

Michael D. Antonovich
Fifth District

TO: Each Supervisor

FROM: John F. Schunhoff, Ph.D. 
Interim Director

SUBJECT: **NOTIFICATION OF DEPARTMENT OF HEALTH SERVICES
USE OF DELEGATED AUTHORITY TO APPROVE STOCK
PURCHASE TRANSACTION OF FOUR AGREEMENTS**

John F. Schunhoff, Ph.D.
Interim Director

Robert G. Splawn, M.D.
Interim Chief Medical Officer

This is to advise your Board that the Department of Health Services (DHS) is exercising its delegated authority, approved on June 12, 2007 (attached), authorizing the Director of DHS, or his authorized designee, to execute amendments for contract assignments resulting from acquisitions, mergers, or other changes in ownership, upon review and approval by County Counsel, the Chief Executive Officer (CEO), and notification of Board Offices.

313 N. Figueroa Street, Suite 912
Los Angeles, CA 90012

Tel: 213-240-8101
Fax: 213-481-0503

www.dhs.lacounty.gov

*To improve health
through leadership,
service and education*

DHS will amend the following Proposition A Medical and Radiology Reports Transcription Agreements with MedQuist Transcriptions, Ltd. (MedQuist): 1) Agreement No. 72049; 2) Agreement No. 70282; 3) Agreement No. 71386; and 4) Agreement No. 74108. The amendments will approve a stock purchase transaction that changed the majority controlling interest of MedQuist from Koninklijke Philips Electronics N.V. to CBaySystem Holdings, Ltd. All other Agreement terms, conditions and restrictions remain unchanged and in full effect.

County Counsel and the CEO have reviewed and approved the Consent to Stock Purchase Transaction Amendments as to form.

If you have any questions or require additional information, please let me know.

JFS:lvb

Attachment

c: Chief Executive Officer
County Counsel
Executive Officer, Board of Supervisors



www.dhs.lacounty.gov



ATTACHMENT I

June 12, 2007

Los Angeles County
Board of Supervisors

Gloria Molina
First District

Yvonne B. Burke
Second District

Zev Yaroslavsky
Third District

Don Knabe
Fourth District

Michael D. Antonovich
Fifth District

The Honorable Board of Supervisors
County of Los Angeles
383 Kenneth Hahn Hall of Administration
500 West Temple Street
Los Angeles, California 90012

**APPROVAL OF DELEGATED AUTHORITY TO THE
DEPARTMENT OF HEALTH SERVICES TO EXECUTE
AMENDMENTS FOR CONTRACT ASSIGNMENTS AND
DELEGATIONS AND CONTRACTORS' NAME CHANGES
(All Districts) (3 Votes)**

IT IS RECOMMENDED THAT YOUR BOARD:

Bruce A. Chernof, MD
Director and Chief Medical Officer

John R. Cochran III
Chief Deputy Director

Robert G. Splawn, MD
Senior Medical Director

Delegate authority to the Director of Health Services, or his designee, to execute amendments to Department of Health Services' (DHS or Department) contracts, substantially similar to Exhibit I for contract assignments resulting from acquisitions, mergers, or other changes in ownership, and substantially similar to Exhibit II for contractors' name changes, subject to review and approval by County Counsel and the Chief Administrative Office and notification to the Board offices.

313 N. Figueroa Street, Suite 912
Los Angeles, CA 90012

Tel: (213) 240-8101
Fax: (213) 481-0503

*To improve health
through leadership,
service and education.*

PURPOSE/JUSTIFICATION OF RECOMMENDED ACTION:

In an effort to reduce Board agenda actions resulting from acquisitions, mergers, or other changes in ownership, or contractors' name changes, that do not impact the general contractual terms or payment provisions, the Department is seeking delegated authority to execute related amendments to reflect the correct legal entity and responsibilities of the parties when ownership changes occur, or acknowledge a contractor's name change, subject to review and approval by County Counsel and the Chief Administrative Office and notification to the Board offices.

FISCAL IMPACT/FINANCING:

There is no fiscal impact as a result of this action.

FACTS AND PROVISIONS/LEGAL REQUIREMENTS:

Currently, all contract assignments resulting from mergers, acquisitions, or other changes in ownership, and contractors' name changes amendments are presented as an agenda item for your Board's approval. Under the recommended action, DHS will use delegated authority to execute such amendments.



www.ladhs.org

The Honorable Board of Supervisors
June 12, 2007
Page 2

DHS will continue to conduct an analysis of mergers and acquisitions as required under the Evaluation of Vendors/Contractors Engaged in Mergers or Acquisitions Board policy to determine the appropriateness of continuing to contract with a vendor which has changed its corporate status or merged with or been acquired by another company.

County Counsel has approved Exhibits I and II as to form.

CONTRACTING PROCESS:

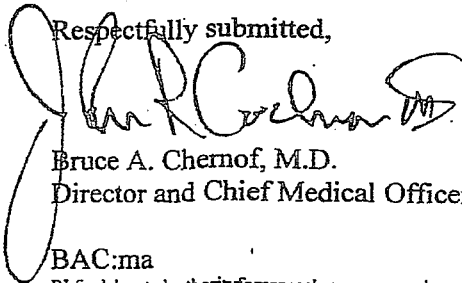
Not applicable on this action.

IMPACT ON CURRENT SERVICE (OR PROJECTS):

Approval of the recommended action will expedite the Department's execution of these amendments to ensure that contract documents reflect the appropriate contractor name and business status.

When approved, this Department requires three signed copies of the Board's action.

Respectfully submitted,



Bruce A. Chernof, M.D.
Director and Chief Medical Officer

BAC:ma
BLfordelegatedauthorityfornamechange.ma.wpd

Attachments (2)

c: Chief Administrative Officer
County Counsel
Executive Officer, Board of Supervisors

EXHIBIT I

Contract No. _____

AMENDMENT FORMAT FOR MERGERS AND ASSIGNMENTS: DELEGATION
OF DUTIES AND ASSIGNMENTS OF RIGHTS OF AGREEMENT

Amendment No. _____

THIS AMENDMENT is made and entered into this _____ day
of _____,

by and between

COUNTY OF LOS ANGELES (hereafter
"County"),

and

(hereafter "Assignor")

and

(hereafter "Assignee").

WHEREAS, on _____, County and _____,
entered into a "_____ SERVICES AGREEMENT",
further identified as County Agreement No. H_____, and any
amendments thereto (all hereafter referred to as "Agreement"); and

WHEREAS, Paragraph ____, ASSIGNMENT AND DELEGATION, of
Agreement prohibits Assignor from delegating its duties or
assigning its rights thereunder without the prior written consent
of County; and

WHEREAS, it is the desire of the parties hereto, to delegate
the duties and assign the rights under Agreement, from Assignor to
Assignee.

NOW, THEREFORE, the parties hereto agree as follows:

1. All rights and responsibilities under Agreement ~~[To be clarified for each assignment, including but not limited to audit exceptions and other fiscal obligations. For mergers see Paragraph 4 below.]~~ have been assigned and delegated by Assignor to Assignee, effective _____.
2. County hereby consents to such assignment and delegation.
3. Assignor and Assignee have heretofore separately prorated between themselves, to the extent necessary, any monthly payment due and paid under this Agreement prior to _____.
4. ~~[For Mergers Only]~~ Effective _____, the purpose of this Amendment shall be interpreted according to the following statement of purpose: It is intended to effectuate and implement the merger of _____ and _____, as requested by these entities, whereby _____ will cease to exist as a separate entity and will be merged within the new entity, _____. County consents to the merger with the understanding, as set forth herein, that the quantity and quality of services previously provided separately by _____ will not be diminished and that the new entity will be fiscally responsible for all of _____ obligations, past, present, and future. In particular, and without in any way limiting the scope fo the

financial obligations assumed, _____ understands and agrees (1) that it will be entirely responsible for any and all audit exceptions applied at any time against the previous entity, _____; through any of its agreements with County or any department thereof, whether assessed by federal, state, or County audit(s); and (2) that these audit exceptions may arise and become payable after the effective date of the merger and the cessation of existence of _____. The parties agree that all applicable review and dispute resolution procedures under the contract shall apply.

IN WITNESS WHEREOF, the Board of Supervisors of the County of Los Angeles has caused this Approval of Assignment of Agreement Amendment to be subscribed by its Director of Health Services,

/

/

/

/

/

/

/

/

/

/

/

/

and _____ and _____ have caused the same
to be subscribed in its respective behalf by its duly authorized
officer, the day, month, and year first above written.

COUNTY OF LOS ANGELES

By _____
Bruce A. Chernof, M.D.
Director and Chief Medical Officer

Assignor

By _____
Signature

Printed Name

Title _____
(AFFIX CORPORATE SEAL)

Assignee

By _____
Signature

Printed Name

Title _____
(AFFIX CORPORATE SEAL)

APPROVED AS TO FORM
BY THE OFFICE OF THE COUNTY COUNSEL
RAYMOND G. FORTNER
COUNTY COUNSEL

APPROVED AS TO CONTRACT
ADMINISTRATION:
Department of Health Services

By _____
Cara O'Neill, Chief
Contracts and Grants Division

amendmentdelegationofdutiesandassignment.wpd

EXHIBIT II
Contract No. _____

SERVICES AGREEMENT

Amendment No. ____

THIS AMENDMENT is made and entered into this _____ day
of _____, 2007,

by and between

COUNTY OF LOS ANGELES (hereafter
"County"),

and

(formerly known as
"_____"")
(hereafter "Contractor").

WHEREAS, reference is made to that certain document entitled,
"_____" SERVICES AGREEMENT", dated
_____, and further identified as Agreement No. H_____,
and any amendments thereto (all hereafter referred to as
"Agreement"); and

WHEREAS, the parties wish to amend Agreement to change
_____'s name to _____ and as such,
wherever referred to in said Agreement, _____
shall be known as _____; and

WHEREAS, Agreement provides that changes may be made in the form of a written amendment which is formally approved and executed by both parties.

NOW, THEREFORE, the parties agree as follows:

1. Except for the changes set forth herein, all terms and conditions of the Agreement shall remain the same.

IN WITNESS WHEREOF, the Board of Supervisors of the County of Los Angeles has caused this Amendment to be subscribed by its

/

/

/

/

/

/

/

/

/

/

/

/

/

/

/

/

Director of Health Services, and Contractor has caused this
Amendment to be subscribed in its behalf by its duly authorized
officer, the day, month, and year first above written.

COUNTY OF LOS ANGELES

By _____
Bruce A. Chernof, M.D.
Director and Chief Medical Officer

Contractor

By _____
Signature

Print Name

Title _____
(AFFIX CORPORATE SEAL)

APPROVED AS TO FORM
BY THE OFFICE OF THE COUNTY COUNSEL
RAYMOND G. FORTNER
COUNTY COUNSEL

APPROVED AS TO CONTRACT
ADMINISTRATION:

Department of Health Services

By _____
Cara O'Neill, Chief
Contracts and Grants Division

amendmentnamechange.wpd